

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

COMPUTE NORTH HOLDINGS, INC., *et al.*,¹

Debtors.

)
) Chapter 11
)
) Case No. 22-90273 (MI)
)
) (Jointly Administered)
) **Re: Docket Nos. 578, 683 and 704**

**CERTIFICATION OF COUNSEL
REGARDING PROPOSED ORDER (I) CONDITIONALLY APPROVING
THE ADEQUACY OF THE DISCLOSURE STATEMENT,
(II) APPROVING THE SOLICITATION AND NOTICE PROCEDURES
WITH RESPECT TO CONFIRMATION OF THE DEBTORS' JOINT
CHAPTER 11 PLAN, (III) APPROVING THE FORMS OF BALLOTS AND
NOTICES IN CONNECTION THEREWITH, (IV) SCHEDULING CERTAIN
DATES WITH RESPECT THERETO, AND (V) GRANTING RELATED RELIEF**

Pursuant to paragraph 45 of the *Procedures for Complex Cases in the Southern District of Texas*, effective August 1, 2021, the undersigned hereby certifies as follows:

1. On November 23, 2022, the above-captioned debtors and debtors in possession (the “Debtors”) filed the *Debtors’ Emergency Motion for Entry of an Order (I) Conditionally Approving the Adequacy of the Disclosure Statement, (II) Approving the Solicitation and Notice Procedures with Respect to Confirmation of the Debtors’ Joint Chapter 11 Plan, (III) Approving the Forms of Ballots and Notices in Connection Therewith, (IV) Scheduling Certain Dates with Respect Thereto, and (V) Granting Related Relief* [Docket No. 578] (the “Solicitation Motion”).²

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include: Compute North Holdings, Inc. (4534); Compute North LLC (7185); CN Corpus Christi LLC (5551); CN Atoka LLC (4384); CN Big Spring LLC (4397); CN Colorado Bend LLC (4610); CN Developments LLC (2570); CN Equipment LLC (6885); CN King Mountain LLC (7190); CN Minden LLC (3722); CN Mining LLC (5223); CN Pledgor LLC (9871); Compute North Member LLC (8639); Compute North NC08 LLC (8069); Compute North NY09 LLC (5453); Compute North SD, LLC (1501); Compute North Texas LLC (1883); Compute North TX06 LLC (5921); and Compute North TX10 LLC (4238). The Debtors’ service address for the purposes of these chapter 11 cases is 7575 Corporate Way, Eden Prairie, Minnesota 55344.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Solicitation Motion.

2. On December 19, 2022, the Debtors filed the *Disclosure Statement for the Second Amended Joint Liquidating Chapter 11 Plan of Compute North Holdings, Inc. and its debtor affiliates* [Docket No. 683] (the “Second Amended Disclosure Statement”).

3. On December 20, 2022, the Debtors filed the *Notice of Filing of Revised Proposed Solicitation Procedures Order & Schedules Thereto* [Docket No. 704] (the “Revised Proposed Solicitation Procedures Order”).

4. On December 20, 2002, the Court held a hearing (the “Hearing”) to consider the Solicitation Motion and Second Amended Disclosure Statement.

5. Following the Hearing, the Debtors circulated revised versions of the Revised Proposed Solicitation Procedures Order and the Second Amended Disclosure Statement, incorporating changes discussed on the record at the Hearing. The Official Committee for Unsecured Creditors has reviewed the revised documents and has indicated to the Debtors that they have no further comments.

6. Accordingly, the Debtors hereby file this Certification of Counsel, with a proposed order seeking approval of the Solicitation Motion attached hereto as Exhibit A (the “Proposed Order”), and respectfully request that the Court enter the Proposed Order at the Court’s earliest convenience without further notice or a hearing.

7. For the convenience of the Court and parties in interest, a redline of the Revised Solicitation Procedures Order marked against the Proposed Order is attached hereto as Exhibit B.

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Dated: December 20, 2022
Houston, Texas

/s/ James T. Grogan III

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